

# C. Dean Homayouni, Esq., CPA

12635 Main Street #322, Garden Grove CA 92840

Phone: (916) 385-6550 Email: [dean.homayouni@CannabisAttorneyCPA.com](mailto:dean.homayouni@CannabisAttorneyCPA.com)

## EXPERIENCE:

- |   |  |
|---|--|
| <ul style="list-style-type: none"><li>• CPA licensed in Nevada and California.</li><li>• Attorney licensed in California and Nevada.</li><li>• 30 Years Accounting Experience.</li><li>• SEC Requirements/Reporting.</li><li>• M&amp;A and Due Diligence.</li><li>• Tax issues and advocacy.</li><li>• Extensive system design and implementation experience.</li><li>• Versed in relevant California Cannabis Regulations.</li><li>• Expert in IRC 280E, IRC 263A, IRC 471 and Treasury Regs. 1.471, including review of major Tax Court decisions.</li><li>• Extensive Excel financial modeling experience for Cannabis businesses.</li></ul> | <ul style="list-style-type: none"><li>• Knowledge of major cannabis software packages.</li><li>• Both small and large company accounting experience.</li><li>• Extensive experience in drafting Private Placement Memorandums to raise equity for cannabis businesses.</li><li>• Up to date on cannabis bills being considered by the California legislature and the Federal Government.</li><li>• Member of four California Counties working groups drafting cannabis regulations.</li><li>• Expert in Quickbooks, Microsoft Office, Microsoft Dynamics and Microsoft Navision.</li><li>• Trained and Supervised over 200 accounting staff.</li></ul> |
|---|--|

**Position Goals** – Seeking full time employment with an organization looking for the best talent. I desire to use my multiple skills, including legal, accounting, MIS systems, writing, research, art and presentation skills not only for the good of the organization but also to mentor, direct and teach co-workers how to effectively get tasks completed using the most modern tools available. I have reviewed the cannabis regulations for over 75 counties and local municipalities in California and I actively participated in the Plumas County Cannabis Working Group to draft the cannabis cultivation ordinance. Experience with IRC 280E, IRC 471, Treasury Reg 1.471 and full absorption inventory accounting requirements, Form 8300, IRS audits of cannabis companies and limited deduction of expenses.

My operations and accounting background is extensive and far reaching. I have been a key player in rapidly expanding organizations to implement well thought out and controlled methods to ensure financial results are accurate and timely. I have been a mentor and teacher to over 200 staff during my career to ensure they understand the theory and reasons they are doing certain procedures. This teaching and mentoring process includes assisting every accounting person to understand how and what they do results in improving the financial reporting process.

I have extensive budgeting and financial modeling experience that has been a keystone of my career and what I do as part of my current practice. My combination of accounting, tax law and legal allows me to think through multiple issues from multiple angles to ensure the company is addressing multiple potential views of the same transaction. I have been involved in over 10 acquisitions during my career and successfully implemented all ten acquisitions to ensure proper and timely accounting.

## THE ACCOUNTING AND LAW OFFICE OF C. DEAN HOMAYOUNI, CPA, ESQ

*Sacramento, CA, 2005 to June 2018*

Business accounting, litigation and transaction firm specializing in helping established and emerging companies develop accounting and legal solutions. Lead person to draft financial statements in accordance with GAAP and SEC standards, including 506 Reg D and S-1, 10Q, 10K, 8K, 144A, Form 3 and Form 4. Provided counsel for accounting, payroll, document processing, internal controls, tax return preparation, capital fund raising and intellectual property. Drafted numerous stock and asset purchase agreements to complete documentation for

capital infusions. Performed due diligence on purchase of businesses, performed forensic audits, and drafted LLC and corporate formation documents and minutes to complete capital raises. Extensive tax research and return experience, including 1040, 1120 and Partnership/LLC federal tax returns including all of the major IRC code sections affecting cannabis companies. Extensive review of case law concerning cannabis companies, including IRC audits, pitfalls, and rulings in the US Tax Court against dispensaries. Key advisor for the following projects:

- Provided accounting and legal advice to multiple cannabis companies, including large cultivators, mobile delivery services and a cannabis testing laboratory. I spent the last 16 months working almost full-time in the California Cannabis Industry on a wide range of projects working with companies on their business plans, system processing requirements, licensing, legislation and regulation drafting.
- Developed multiple cannabis financial projection models for cannabis companies, including outdoor cultivation, indoor cultivation, mobile delivery services, dispensaries and cannabis testing laboratory.
- Review major cannabis processing systems for seed to sale, dispensaries and mobile delivery services. Current thrust are systems integrated to WeedMaps.com.
- Provided advice to over 100 emerging cannabis companies and potential operators in the cannabis space.
- Retained as advisor for a group that received one of the Florida licenses to begin cannabis operations in Florida including the advantages and disadvantages of holding companies and use of a Qualified Small Business Corporation.
- Reviewed multiple seed to sale cannabis programs on the market today, including the ability or inability of such systems to comply with IRC 471 and Treasury Reg. 1.471 for full absorption accounting, integration to WeedMaps.com and whether systems had an integrated mobile delivery service module.
- Key member of a group that controls a 700-acre farm in Plumas County, California and a 12,000 square foot building on three acres for post cultivation cannabis processing and manufacturing.
- Full Tracking and knowledge of major Federal legislation including the recently proposed States Act that will reschedule cannabis and open-up banking to licensed cannabis operations. Discussion with third parties that have the ability to process payroll.
- Drafted and completed two Private Placement Memorandums for \$8 million and \$5 million for vertically integrated seed to sale California cannabis companies for the cultivation of cannabis, post cultivation processing and direct to consumer distribution networks using mobile delivery services.
- Outside consultant to large real estate holding company with multiple business lines to research and develop business plans and financial projections for a variety of projects including mining operations for Gypsum, Zeolite, Gold, Calcium Carbonate, aggregate rock and Buy-Here Pay-Here high interest car loans. All of the business plans included market research, reviewing public companies in the same business and development of sophisticated and customized Microsoft Excel based financial projection models.
- Outside consultant for a multi-million-dollar resort project on Bonaire, Netherlands Antilles that involved hotel rooms, timeshare units, rental fleet and casino operations. Worked with the general contractors, architects, art development, promotional and marketing personnel and investment bankers to coordinate final business proposals. Developed extensive financial projection model in excess of 300 pages; including running multiple contingency scenarios as requested by investment bankers and Aruba International Bank. Made recommendations regarding exit strategies associated with a shuttered project. Audited financial data and drafted financial statements with full footnotes in accordance with GAAP to be included in a 506 Reg D Offering. Performed in depth research and obtained statistical data of the target markets, including building a database of over 2,000 US based scuba diving shops.

- Retained Forensic Accountant and legal counsel from 2009 and 2013 for two investment funds under investigation by Miami office of Securities and Exchange Commission. Performed a forensic audit and recompiled financial statements for the funds, argued legal motions in the United States District Court – Central District of California and participated in counseling and editing of final consent decree with the SEC. Worked in this matter full time with acceptable resolution for the Managing Member of both investment funds, including final probation term of three years; but no incarceration. Final sentencing on the matter was completed in May of 2018.
- Chief Financial Officer of APTI, Inc. from 2007 to 2008, a supplier of post tension foundations and merged a public shell with a private entity. Installed Microsoft Dynamics ERP system. Designed extensive modifications to website to allow for electronic billing. Drafted all required SEC filings including 10Q, 10K, 8K and 14A. Identified stock valuation issues for stock given to outside consultants and coordinated appraisal of the Company that resulted in \$2.1 million tax benefit to majority owners.
- Acting Chief Financial Officer and outside consultant for Silver State Ethanol, Inc. from 2005 to 2006, a company formed to construct multiple ethanol plants. Analyzed business model to rail in ethanol to Las Vegas from the Midwest for a billion-dollar petroleum product distributor with a 400 gas station chain distribution network. Negotiated long term lease and infrastructure improvements with government officials and entities in Idaho; including tax abatement and incentive dollars to train employees. Strategic player working closely with Chairman to develop distribution model and strategies. Drafted financial statements with footnotes in accordance with GAAP and four 506 Reg D Offerings for ethanol plants in Idaho, Mississippi, Ohio and Oregon.
- Legal counsel for California based investment fund currently under investigation by the FBI and Department of Justice.
- High end tax research and litigation for real estate developers in Las Vegas, Nevada.

### **O'REILLY & FERRARIO LLC**

*Las Vegas, NV, 2002 to 2004 – CPA and Staff Attorney*

Coordinated Gaming and Liquor License applications. Addressed client issues setting up gaming entities in Macau, China. Drafted Gaming Management Contract for Oklahoma Tonkawa Indian Tribe in compliance with Indian Gaming Regulatory Act and requirements of National Indian Gaming Commission. Lead attorney to develop advocacy strategies for clients with the Nevada Commission on Economic Development. Worked with high net worth clients to purchase the Aladdin Resort and Casino, Westward Ho Hotel and Casino and Las Vegas Hilton including writing stock and asset purchase agreements, and tax reduction strategies under IRC 368 and IRC 355. Lead counsel to draft lease agreement, LLC Operating Agreements, C-Corp and S-Corp By-Laws, Subscription Agreements and other required corporate documents. Drafted numerous contracts including a Retailer Sales Products Agreement in accordance with provisions of the Petroleum Marketing Practices Act. Reviewed and proposed major edits of contract for the purchase of \$2.5 million casino management and slot tracking software for the Silverton Hotel and Casino. Worked numerous case files covering various issues and industries. Lead attorney for dispute over software company purchased by Konami Gaming that resulted in \$6 million settlement outside of formal litigation process and also acted as lead attorney to obtain a \$9 million settlement and recession of investment contract related to the Venetian showroom.

### **BOWNE BUSINESS SOLUTIONS**

*Los Angeles, CA 1996 to 2002 – Director of Finance. Largest provider of outsourcing services to major U.S. law firms and investment banks, including reprographic, fax, mail, desktop publishing and outsourcing of MIS functions.*

Key management team member that grew the business within three years from \$6.0 million in revenue to \$60 million and net income from a loss of (\$2.5 million) to a \$4.0 million profit per year. Active and high level team member to integrate personnel and business processes for a major acquisition. Responsible for training and motivating 70 site manager and overall responsibility for the budget process, quality control and model development and implementation. Lead person to review and approve proposals and financial terms, including client contracts. Direct supervision of 80 site managers and accounting staff and overseer of payroll processing for over 1,000 employees located in multiple states.

### **LAS VEGAS ENTERTAINMENT NETWORK, INC.**

*Beverly Hills, CA 1994 to 1996 – Vice President of Finance. Former owner of the El Rancho Hotel and Casino.*

Drafted over 15 SEC registration statements and wrote over 50 different SEC registration statement formats, including S-1, S-2, SB-2, Form 10, S-8, Reg S, 10-Q, 10-K, 14A, 8-K, loan agreements, stock option plans, Stockholders meeting statements and other requests as directed by the Board of Directors. Part of team that obtained \$100 million commitment from investment bankers to fund the business plan. Motivated team to implement integrated accounting system. Development of audit work papers and coordination with outside auditors. Las Vegas Entertainment Network is the former owner of the El Rancho Hotel and Casino. The Company was also involved in producing and distributing films and promotional material centered in and around Las Vegas.

### **DELPHI INFORMATION SYSTEMS, INC.**

*Westlake Village, CA 1991 to 1993- Corporate Controller. Leading provider of integrated business solutions to the property and casualty insurance industry.*

Responsible for integrating three acquisitions and developing plans to consolidate repetitious positions by implementing a system, which consolidated the A/R, Payroll, Human Resources, A/P, financial reporting and budgeting functions to the Central Corporate office. Developed an integrated budgeting model to consolidate and project the financial results for the entire Company, lead person to review acquired entities operations and developing cost savings plans. Responsible for external financial reporting, including 10K, 10Q, 14A, 8K. Key management member to integrated four acquisitions and converted four legacy systems into one corporate accounting system. Direct supervision of 12 accounting stall personnel.

### **ARTHUR ANDERSEN & CO.**

*Los Angeles, CA 1983 – 1991- Auditor*

Performed typical line audit functions and SEC reporting for numerous large companies.

## **EDUCATION AND CERTIFICATIONS:**

Licensed Attorney and CPA in Nevada and California  
Nevada Bar Number: 8120                      California Bar Number: 225282  
Nevada CPA Number: CPA-3932R              California CPA Number: 77671  
Microsoft Dynamics Certified Engineer  
Advanced Open Water Certified Scuba Diver

**LOYOLA LAW SCHOOL**, Los Angeles, CA – May 2002  
Juris Doctorate with High Honors  
Emphasis on Business and Tax Law

**UNIVERSITY OF PITTSBURGH**, Pittsburgh, PA – December 1982  
B.A., Business Administration, Accounting Major, Cum Laude honors  
Minors in Chemistry and Economics